

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
ST. PAUL FILM FOUNDATION, ST. CLARE
FILM FUND CAPITAL CORPORATION, ONESIMUS
PRODUCTIONS, STEPHEN A. JONES, and NATALIE
BETANCOR-LEON,

PETITION FOR ORDER

Respondents.

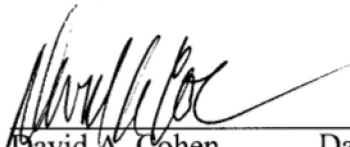
File No. S-98249(EX)

The staff of the Enforcement Unit of the Registration & Enforcement Section of the Division of Securities alleges that:

1. St. Paul Film Foundation ("St. Paul") is a foreign business entity with last known business addresses of 575 Madison Ave., Ste. 1006, New York, NY 10017-2289.
2. St. Clare Film Fund Capital Corporation ("St. Clare") is a foreign business entity with last known business addresses of 288 Martin St., Ste. 300, Blaine, WA 98230 and 1700 75th Ave., Ste. 103, Vancouver, BC V6P 6G2.
3. Onesimus Productions ("Onesimus") is a foreign business entity with last known business addresses at those of St. Clare.
4. Stephen A. Jones (DOB 2/26/67) ("Jones") is an individual who at all times material hereto has been the sole officer and director of St. Clare, the President of St. Paul and the President of Onesimus, with last known business addresses at those of St. Clare.
5. Natalie Betancor-Leon (DOB 6/14/39) ("Betancor-Leon") is an individual who at all times material hereto has been Chairman of the Board of Directors of St. Paul, with a last known business address at that of St. Paul.
6. During the period from 1996 to at least November, 1998, Jones, on behalf of St. Clare, St. Paul, Onesimus, and Betancor-Leon, offered and sold to at least four persons in Wisconsin, and offered to an indeterminate number of persons in Wisconsin, the promissory notes of St. Clare (the "Notes").
7. Pursuant to the offering materials received by persons in Wisconsin, the proceeds from the Notes would be used for "pre-production, production, post-production, marketing and promotion" expenses of a feature film, as well as other merchandising projects of St. Clare.
8. The feature film to be funded by the Notes would be produced in association with St. Paul and Onesimus.
9. The Notes offered by the respondents are securities as defined by sec. 551.02(13), Wis. Stats., and have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.

10. All Respondents have violated sec. 551.21(1), Wis. Stats., by offering unregistered securities in Wisconsin.
11. In July 1998, the State of Massachusetts entered into a Consent Order with St. Paul and Jones, based on allegations fraud in the offer and sale of securities.
12. In connection with the offer of the securities described in Paragraph 6 that occurred after the date of issuance of the Massachusetts Consent Order, the Respondents omitted to disclose the issuance of the orders referred to in Paragraph 11.
13. All Respondents have violated sec. 551.41(2), Wis. Stats., by omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, in connection with the offer and sale of securities to persons in Wisconsin.

Therefore, the staff of the Enforcement Unit petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.


David A. Cohen Date 7/12/99
Supervising Attorney
Enforcement Unit

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of
ST. PAUL FILM FOUNDATION,

ORDER OF PROHIBITION
AND REVOCATION
(CONSENT)

Respondent.

File No. S-98249(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

- a. St. Paul Film Foundation, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute.
- b. All exemptions from registration set forth at Ch. 551, Wis. Stats., or successor statute, that might otherwise apply to any offer or sale of any security of or by St. Paul Film Foundation, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity or person directly or indirectly controlled or organized by or on its behalf, are hereby revoked.
- c. St. Paul Film Foundation, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on its behalf, are prohibited from violating sec. 551.41, Wis. Stats., or successor statute.

EXECUTED at Madison, Wisconsin, this 19th day of July, 1999.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

You are advised that any wilful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
ST. PAUL FILM FOUNDATION,

Respondent.

WAIVER AND CONSENT
TO ORDER

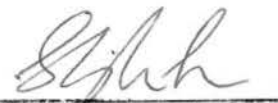
File No. S-98249(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives its right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a wilful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 29th day of JUNE, 1999.

ST. PAUL FILM FOUNDATION


by STEPHEN ANDREW JONES
PRESIDENT
(Type name and title)

CITY
State of VANCOUVER)
County of BRITISH)
PROVINCE COLUMBIA

Subscribed before me this

29th day of JUNE, 1999.


Notary Public

My commission expires PERMANENT COMMISSION

RONALD C. BAILEY, NOTARY PUBLIC
7950 GRANVILLE STREET, VANCOUVER, B.C.
V6P 4Z2 TEL: (604) 261-4265

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of
ST. CLARE FILM FUND CAPITAL CORPORATION,

ORDER OF PROHIBITION
AND REVOCATION
(CONSENT)

Respondent.

File No. S-98249(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

- a. St. Clare Film Fund Capital Corporation, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute.
- b. All exemptions from registration set forth at Ch. 551, Wis. Stats., or successor statute, that might otherwise apply to any offer or sale of any security of or by St. Clare Film Fund Capital Corporation, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity or person directly or indirectly controlled or organized by or on its behalf, are hereby revoked.
- c. St. Clare Film Fund Capital Corporation, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on its behalf, are prohibited from violating sec. 551.41, Wis. Stats., or successor statute.

EXECUTED at Madison, Wisconsin, this 19th day of July, 1999.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

You are advised that any wilful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
ST. CLARE FILM FUND CAPITAL CORPORATION,

Respondent.

WAIVER AND CONSENT
TO ORDER

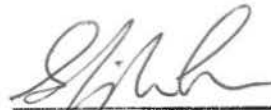
File No. S-98249(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives its right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a wilful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 29th day of JUNE, 1999.

ST. CLARE FILM FUND CAPITAL
CORPORATION


by STEPHEN ANDREW JONES

PRESIDENT
(Type name and title)

CITY
State of VANCOUVER)
County of BRITISH)
PROVINCE COLUMBIA)

Subscribed before me this

29th day of JUNE, 1999.


Notary Public

My commission expires PERMANENT COMMISSION

RONALD C. BAILEY, NOTARY PUBLIC
7950 GRANVILLE STREET, VANCOUVER, B.C.
V6P 4Z2 TEL: (604) 261-4265

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of
ONESIMUS PRODUCTIONS,

ORDER OF PROHIBITION
AND REVOCATION
(CONSENT)

Respondent.

File No. S-98249(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

- a. Onesimus Productions, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute.
- b. All exemptions from registration set forth at Ch. 551, Wis. Stats., or successor statute, that might otherwise apply to any offer or sale of any security of or by Onesimus Productions, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity or person directly or indirectly controlled or organized by or on its behalf, are hereby revoked.
- c. Onesimus Productions, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on its behalf, are prohibited from violating sec. 551.41, Wis. Stats., or successor statute.

EXECUTED at Madison, Wisconsin, this 19th day of July, 1999.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

You are advised that any wilful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
ONESIMUS PRODUCTIONS,

Respondent

WAIVER AND CONSENT
TO ORDER

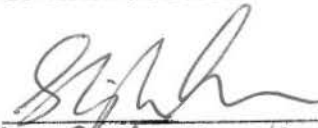
File No. S-98249(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives its right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a wilful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 29th day of JUNE, 1999.

ONESIMUS PRODUCTIONS


by STEPHEN ANDREW JONES
PRESIDENT
(Type name and title)

CITY
State of VANCOUVER)
County of BRITISH)
PROVINCE COLUMBIA

Subscribed before me this

29th day of JUNE, 1999.


Notary Public

My commission expires PERMANENT COMMISSION

RONALD C. BAILEY, NOTARY PUBLIC
7950 GRANVILLE STREET, VANCOUVER, B.C.
V6P 4Z2 TEL: (604) 261-4265

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of
STEPHEN A. JONES,

ORDER OF PROHIBITION
AND REVOCATION
(CONSENT)

Respondent.

File No. S-98249(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

- a. Stephen A. Jones, his agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on his behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute.
- b. All exemptions from registration set forth at Ch. 551, Wis. Stats., or successor statute, that might otherwise apply to any offer or sale of any security of or by Stephen A. Jones, his, agents, servants, employees, and every entity or person directly or indirectly controlled or organized by or on his behalf, are hereby revoked.
- c. Stephen A. Jones, his agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on his behalf, are prohibited from violating sec. 551.41, Wis. Stats., or successor statute.

EXECUTED at Madison, Wisconsin, this 19th day of July, 1999.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

You are advised that any wilful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
~~STEVEN A. JONES,~~
~~STEPHEN~~
Respondent.

WAIVER AND CONSENT
TO ORDER

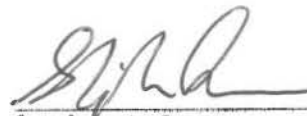
File No. S-98249(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives his right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a wilful violation of an Order signed by the Administrator is a criminal offense.

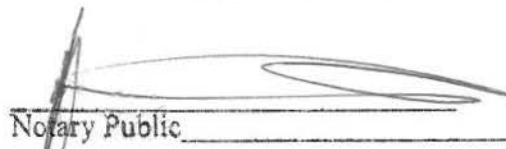
EXECUTED this 29th day of JUNE, 1999.

STEPHEN A. JONES


Stephen A. Jones
(DOB FEB 26/67)

CITY
State of VANCOUVER)
County of BRITISH)
PROVINCE COLUMBIA)
Subscribed before me this

29th day of JUNE, 1999.


Notary Public

My commission expires PERMANENT COMMISSION

RONALD C. BAILEY, NOTARY PUBLIC
7950 GRANVILLE STREET, VANCOUVER, B.C.
V6P 4Z2 TEL: (604) 261-4265

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of
NATALIE BETANCOR-LEON,

ORDER OF PROHIBITION
AND REVOCATION
(CONSENT)

Respondent.

File No. S-98249(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

- a. Natalie Betancor-Leon, her agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on her behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute.
- b. All exemptions from registration set forth at Ch. 551, Wis. Stats., or successor statute, that might otherwise apply to any offer or sale of any security of or by Natalie Betancor-Leon, her agents, servants, employees, and every entity or person directly or indirectly controlled or organized by or on her behalf, are hereby revoked.
- c. Natalie Betancor-Leon, her agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on her behalf, are prohibited from violating sec. 551.41, Wis. Stats., or successor statute.

EXECUTED at Madison, Wisconsin, this 19th day of July, 1999.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

You are advised that any wilful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

UBL
In the Matter of
~~NATASHA~~ BETANCOR-LEON,
NATALIE
Respondent.

WAIVER AND CONSENT
TO ORDER

File No. S-98249(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives her right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a wilful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 29th day of JUNE, 1999.

UBL
NATALIE *UBL*
NATASHA BETANCOR-LEON

UBL
CITY
State of VANCOUVER)
County of BRITISH)
PROVINCE COLUMBIA)
Subscribed before me this

29th day of JUNE, 1999.

UBL
Natasha Betancor-Leon
(DOB JUNE 14/39)
NATALIE

UBL
Notary Public

My commission expires PERMANENT COMMISSION

RONALD C. BAILEY, NOTARY PUBLIC
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